

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

BARBARA E. BERNARD, COURMANT
AND WAPNER ASSOCIATES AND
ROBERT SUTHERLAND, on behalf of
themselves and all others similarly situated,

Plaintiffs,

-against-

UBS WARBURG LLC AND ANTON
WAHLMAN,

Defendants.

Civil Action No. 03-CV-04282(RMB)

CLASS ACTION

~~PROPOSED~~ ORDER APPROVING PLAN
OF ALLOCATION OF SETTLEMENT
PROCEEDS

RMB

DATE: July 25, 2005

TIME: 2:30 p.m.

COURTROOM: The Honorable
Richard M. Berman

x

THIS MATTER having come before the Court on Lead Plaintiffs' motion for approval of the Plan of Allocation of the net settlement proceeds in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement dated as of March 11, 2005 (the "Stipulation").

2. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons and entities who are Settlement Class members advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all Persons and entities who are Settlement Class members to be heard with respect to the Plan of Allocation.

3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice of Pendency and Settlement of Class Action (the "Notice") sent to Settlement Class members, provides a fair and reasonable basis upon

which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among Settlement Class members, with due consideration having been given to administrative convenience and necessity.

4. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is in all respects fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATED: 8/9/05

RMB

THE HONORABLE RICHARD M. BERMAN
UNITED STATES DISTRICT JUDGE